

Message

From: Flanagan, Sarah [/O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=BA2314297B644E8181A691E2333CD488-FLANAGAN, SARAH]
Sent: 1/12/2017 11:05:48 PM
To: Lamparello, Dawn Monsen [Dawn.Lamparello@klgates.com]
CC: Hyatt, Jr., William [william.hyatt@klgates.com]; Garcia, Tara C [Tara.Garcia@klgates.com]
Subject: RE: Essex County Improvement Authority-Request to be an Additional Signatory to LPRSA AOCs
Attachments: aoc second amendment draft 01 12 17.docx; Draft RI_FS AOC Amendment_Appendix A 01 12 17.docx

Thanks Dawn. I'm attaching a revised amendment and appendix A for you to check. I made your changes (except for changing the word "delegatee" which is EPA's model language). I also added Vertellus to paragraph 10.

Congratulations and I hope all goes well.

-Sarah

Sarah P. Flanagan
Branch Chief, NJ Superfund Branch
Office of Regional Counsel
USEPA, Region 2
290 Broadway, 17th Floor
New York, NY 10007
Tel: 212-637-3136

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From: Lamparello, Dawn Monsen [mailto:Dawn.Lamparello@klgates.com]
Sent: Thursday, January 12, 2017 4:16 PM
To: Flanagan, Sarah <Flanagan.Sarah@epa.gov>
Cc: Hyatt, Jr., William <william.hyatt@klgates.com>; Garcia, Tara C <Tara.Garcia@klgates.com>
Subject: RE: Essex County Improvement Authority-Request to be an Additional Signatory to LPRSA AOCs

Sarah,

Please use:

- Successor to News Publishing Australia Ltd.
- Stanley Black & Decker, Inc. (f/k/a The Stanley Works)

Yes, the CPG would like to move forward. We caught a couple of typos on the paragraph numbering, which have been fixed in the attached. We expect to hear back from Occidental on the amendment shortly and will circle back with you to confirm.

Please also note that I am preparing to go on maternity leave, so please continue to copy Bill and Tara on any correspondence.

Thanks,
Dawn

From: Flanagan, Sarah [<mailto:Flanagan.Sarah@epa.gov>]
Sent: Wednesday, January 11, 2017 12:04 PM
To: Lamparello, Dawn Monsen
Cc: Hyatt, Jr., William; Garcia, Tara C
Subject: RE: Essex County Improvement Authority-Request to be an Additional Signatory to LPRSA AOCs

Dawn – Couple of name questions: Should 21st Century Fox America, Inc. be identified as “f/k/a News Publishing Australia Ltd” or “successor to News Publishing Australia Ltd.” - since that is the entity that signed the AOC?

Should Stanley Black & Decker, Inc. be (f/k/a The Stanley Works) or did they want to use the formulation “f/n/a”?

Also, would the CPG like to go ahead with this? I may look for internal approval, and check in with you once it is approved – assuming there is no internal hitch at EPA.

-Sarah

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From: Lamparello, Dawn Monsen [<mailto:Dawn.Lamparello@klgates.com>]
Sent: Tuesday, November 22, 2016 5:41 PM
To: Flanagan, Sarah <Flanagan.Sarah@epa.gov>
Cc: Hyatt, Jr., William <william.hyatt@klgates.com>; Garcia, Tara C <Tara.Garcia@klgates.com>
Subject: RE: Essex County Improvement Authority-Request to be an Additional Signatory to LPRSA AOCs

Thanks, Sarah. Happy Thanksgiving to you, as well!

From: Flanagan, Sarah [<mailto:Flanagan.Sarah@epa.gov>]
Sent: Tuesday, November 22, 2016 5:39 PM
To: Lamparello, Dawn Monsen
Cc: Hyatt, Jr., William; Garcia, Tara C
Subject: RE: Essex County Improvement Authority-Request to be an Additional Signatory to LPRSA AOCs

Dawn – thanks. I'll take a look and get back to you if I have any questions.

Happy Thanksgiving to you all!

-Sarah

From: Lamparello, Dawn Monsen [<mailto:Dawn.Lamparello@klgates.com>]
Sent: Tuesday, November 22, 2016 5:28 PM
To: Flanagan, Sarah <Flanagan.Sarah@epa.gov>
Cc: Hyatt, Jr., William <william.hyatt@klgates.com>; Garcia, Tara C <Tara.Garcia@klgates.com>
Subject: FW: Essex County Improvement Authority-Request to be an Additional Signatory to LPRSA AOCs

Sarah,

In follow-up to the below, we have confirmed with the current and former CPG members the accuracy of the appendices, with some minor edits. Attached please find the clean and redline versions for your reference. However, we have not yet heard back from Occidental whether it has any questions regarding the Amendment and whether it would be willing to sign. Bill Hyatt will be signing on behalf of the other former members for this limited purpose. We will continue following up, but wanted to send the attached to you in the meantime to keep the approval process moving.

Please let us know if you have any questions.

Thanks,
Dawn

From: Flanagan, Sarah [<mailto:Flanagan.Sarah@epa.gov>]
Sent: Monday, September 26, 2016 1:03 PM
To: Lamparello, Dawn Monsen
Cc: Hyatt, Jr., William
Subject: RE: Essex County Improvement Authority-Request to be an Additional Signatory to LPRSA AOCs

Dawn - That sounds fine.

From: Lamparello, Dawn Monsen [<mailto:Dawn.Lamparello@klgates.com>]
Sent: Monday, September 26, 2016 1:02 PM
To: Flanagan, Sarah <Flanagan.Sarah@epa.gov>
Cc: Hyatt, Jr., William <william.hyatt@klgates.com>
Subject: RE: Essex County Improvement Authority-Request to be an Additional Signatory to LPRSA AOCs

Sarah,

Apologies for the delayed response. We think this would be fine, but anticipate current and former members will want to review and update the corporate entity, to the extent there have been any name changes. We can try to get that process completed in a week or two. Please let us know if that works for EPA.

Thanks,
Dawn

From: Flanagan, Sarah [<mailto:Flanagan.Sarah@epa.gov>]
Sent: Tuesday, September 20, 2016 10:46 AM
To: Lamparello, Dawn Monsen
Cc: Hyatt, Jr., William
Subject: RE: Essex County Improvement Authority-Request to be an Additional Signatory to LPRSA AOCs

Dawn – I know we had discussed whether we could amend the AOC without attaching updated Appendices A, A-1 and A-2, but on reflection, I think this will make for a confusing record and have generated updated Appendices to attach to the amendment. Please take a look. Would this be acceptable to the CPG?

-Sarah

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From: Lamparello, Dawn Monsen [<mailto:Dawn.Lamparello@klgates.com>]
Sent: Friday, September 16, 2016 1:45 PM
To: Flanagan, Sarah <Flanagan.Sarah@epa.gov>
Cc: Hyatt, Jr., William <william.hyatt@klgates.com>
Subject: RE: Essex County Improvement Authority-Request to be an Additional Signatory to LPRSA AOCs

Sarah,

We do not have any additional comments on the draft, and therefore, request that the agreement be moved through the approval process. We will also request authority from the former members to sign on their behalf.

Thanks,
Dawn

From: Flanagan, Sarah [<mailto:Flanagan.Sarah@epa.gov>]
Sent: Monday, September 12, 2016 2:33 PM
To: Lamparello, Dawn Monsen
Cc: Hyatt, Jr., William
Subject: RE: Essex County Improvement Authority-Request to be an Additional Signatory to LPRSA AOCs

Dawn – your changes are basically fine. Typically the next step would be for me to move this through the approval process and then send to you for signature, before execution by Walter. I will start that process unless you need to take a last look, given the passage of time.

-Sarah

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From: Lamparello, Dawn Monsen [<mailto:Dawn.Lamparello@klgates.com>]
Sent: Wednesday, May 04, 2016 12:55 PM
To: Flanagan, Sarah <Flanagan.Sarah@epa.gov>
Cc: Hyatt, Jr., William <william.hyatt@klgates.com>
Subject: FW: Essex County Improvement Authority-Request to be an Additional Signatory to LPRSA AOCs

Sarah,

Thank you for the draft amendment. Attached please find a clean and redline with our proposed comments. In addition to signing on behalf of the current CPG members, we would propose to request authority from the former members to sign on their behalf for this limited purpose.

Please let us know your thoughts on the revisions. We will then proceed to seek authority to sign.

Also, I recall we had discussed first proceeding with the RI/FS AOC, but pursuant to Jim O'Toole's email below, ECIA also seeks to be added to the RM 10.9 AOC once this amendment is finalized.

Thanks,
Dawn

From: Flanagan, Sarah [<mailto:Flanagan.Sarah@epa.gov>]
Sent: Tuesday, April 19, 2016 6:56 PM
To: Hyatt, Jr., William; Lamparello, Dawn Monsen
Subject: RE: Essex County Improvement Authority-Request to be an Additional Signatory to LPRSA AOCs

Bill and Dawn -- Does the CPG still want to move forward with amending the AOC? I think the ball was in your court, but could be wrong.

I did prepare a draft, which I don't think I actually sent you but I've updated it and it is attached. While it remains subject to all appropriate management approvals, please take a look and let me know what you think. Unless you prefer, I will leave it to you to contact Mr. O'Toole.

-Sarah

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From: O'Toole, James [<mailto:james.otoole@bipc.com>]
Sent: Tuesday, April 19, 2016 5:53 PM
To: Flanagan, Sarah <Flanagan.Sarah@epa.gov>
Cc: Hyatt, Jr., William (william.hyatt@klgates.com) <william.hyatt@klgates.com>; Dawn Mosden Lamparello (dawn.Lamparello@klgates.com) <dawn.Lamparello@klgates.com>
Subject: Essex County Improvement Authority-Request to be an Additional Signatory to LPRSA AOCs

Dear Ms. Flanagan:

I am writing to you on behalf of the Essex County Improvement Authority ("ECIA") in connection with its court ordered obligation to indemnify and defend Celanese Ltd. ("Celanese") for alleged environmental liabilities in the Lower Passaic River related to a former Celanese facility located at 354 Doremus Avenue, Newark N.J. ("Doremus Site"). While the ECIA continues to deny such liability, the ECIA has stepped into Celanese's shoes as a potentially responsible party for the Doremus Site. In that capacity, the ECIA has funded Celanese's Doremus Site obligations in connection with work performed by the Lower Passaic River Study Area's Cooperating Parties Group ("LPRSA CPG") under both the LPRSA RI/FS AOC and the RM 10.9 AOC. The ECIA joined the LPRSA CPG in January 2015, and assumed direct responsibility for the Doremus Site's corresponding obligations.

As you have discussed with LPRSA CPG Common Counsel over the past year, the ECIA has requested to be a signatory on those AOCs previously entered into among LPRSA CPG members and the USEPA. I understand from Dawn that the

agency concurred with the ECIA's request. I realize that there have been other recent matters involving the LPRSA that have taken precedence. Can you please advise how we can expedite the process and execute the AOCs.

Regards

Jim O'Toole

James O'Toole
Shareholder/Energy & Environmental
Litigation & Counseling

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Buchanan Ingersoll & Rooney PC

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